

RODRIGUEZ LISA W
Form 4
May 06, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RODRIGUEZ LISA W

2. Issuer Name and Ticker or Trading Symbol
HERCULES OFFSHORE, INC.
[HERO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9 GREENWAY PLAZA, SUITE 2200

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

(Street)
HOUSTON, TX 77046

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, Par Value \$0.01 Per Share	05/05/2011		M		17,012	A	\$ 1.65 235,918	D
Common Stock, Par Value \$0.01 Per Share	05/05/2011		M		19,655	A	\$ 1.65 255,573	D
	05/05/2011		S		19,655	D	\$ 6.1 235,918	D

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Common Stock, Par Value \$0.01 Per Share								
Common Stock, Par Value \$0.01 Per Share	05/05/2011	M	4,808	A	\$ 3.89	240,726		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	S	3,008	D	\$ 6.05	237,718		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	S	500	D	\$ 6.055	237,218		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	S	1,200	D	\$ 6.06	236,018		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	S	100	D	\$ 6.07	235,918		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	M	22,447	A	\$ 3.89	258,365		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	S	22,447	D	\$ 6.1	235,918		D
Common Stock, Par Value \$0.01 Per Share	05/05/2011	M	3,500	A	\$ 3.89	239,418		D
	05/05/2011	S	3,500	D		235,918		D

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Common Stock, Par Value \$0.01 Per Share \$ 6.095

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.65	05/05/2011		M	19,655	<u>(1)</u> 02/25/2019	Common Stock, Par Value \$0.01 Per Share	19,655
Stock Option (Right to Buy)	\$ 1.65	05/05/2011		M	17,012	<u>(1)</u> 02/25/2019	Common Stock, Par Value \$0.01 Per Share	17,012
Stock Option (Right to Buy)	\$ 3.89	05/05/2011		M	3,500	<u>(2)</u> 02/24/2020	Common Stock, Par Value \$0.01 Per Share	3,500
Stock Option (Right to Buy)	\$ 3.89	05/05/2011		M	4,808	<u>(2)</u> 02/24/2020	Common Stock, Par Value \$0.01 Per Share	4,808
Stock Option	\$ 3.89	05/05/2011		M	22,447	<u>(2)</u> 02/24/2020	Common Stock,	22,447

(Right to Buy)

Par Value
\$0.01 Per
Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODRIGUEZ LISA W 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046			VP, Human Resources	

Signatures

/s/ James W. Noe,
attorney-in-fact

05/06/2011

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The stock option will become exercisable in three equal amounts on each of the first three anniversaries of the date of grant.
- (2) The stock option will become exercisable in three equal amounts on each of the first three anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.